

UNITED STATES DEPARTMENT OF JUSTICE  
Washington, D.C. 20530

EXHIBIT B

TO REGISTRATION STATEMENT  
Under the Foreign Agents Registration Act  
of 1938, as amended

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
United States-Japan Trade Council	Government of Japan

Check Appropriate Boxes:

1. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
  2. ☐ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
  3. ☐ The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.
4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Serving the interest of the Government of Japan by preparing and providing to its subscribers as well as the Japanese Government reports and periodicals and legislative analysis on Japanese-United States relations, particularly in the area of trade, significant numbers of which documents contain political propaganda; lobbying before various official bodies (legislative & executive); organizing conferences which provide forums for the Japanese viewpoint; preparing material for distribution to media with a view to its publication which presents the Japanese viewpoint; distributing films on Japan to improve its image; advising Japanese officials and other activities of a similar nature.

5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See Attachment

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?<sup>1/</sup> Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

See answer to Question 5.

Date of Exhibit B	Name and Title	Signature
January 31, 1977	Allen Taylor Executive Secretary	Allen Taylor

<sup>1/</sup> Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Attachment to Exhibit B

5. In carrying out its functions, the Council engages in the following activities in the interest of the Government of Japan.

1. Preparation and distribution of reports on the Japanese economy, U.S.-Japan economic relations, U.S.-Japan agricultural trade, Japanese foreign economic policy, international monetary developments, legislative and administration actions by the U.S. and Japanese governments relating to economic and trade policy, and investment and business plans of U.S. companies operating in Japan and Japanese companies operating in the U.S. These reports are sent to subscribers to Council publications.

From time to time these reports contain material which are intended to influence sections of the public within the United States with respect to the interests of the Government of Japan and hence qualify as "political propaganda" under the definition contained in Section 1(j) of the Act.

2. Preparation and distribution of pamphlets on certain of the topics mentioned above. Such publications are sent free of charge to a mailing list composed of members of Congress, members of the state legislatures, chambers of commerce, labor unions, newspapers, business firms, trade associations, economists and other interested individuals. These documents are often designed to present to the recipients the Japanese viewpoint on the subjects dealt with.
3. Lobbying or otherwise presenting to members of the Congress and the Executive Branch the Japanese viewpoint on various issues involved in U.S.-Japan relationships. The material dealt with in such lobbying or other presentations includes material dealing with the Japanese economy and Japanese foreign economic policy.
4. Organization of conferences and symposia which will provide forums for a presentation of the Japanese viewpoint on issues involving U.S.-Japan relations and discussion of these issues by others. In organizing these conferences, the Council utilizes the services of Charles von Loewenfeldt, Inc. and Donald Lerch, Inc., public relations firms. Both of these firms are also registered as agents of the Japanese Government under Nos. 810 and 2089, respectively.
5. Speeches by Council officials before various groups on U.S.-Japan relations, advancing the viewpoint of Japan.
6. Preparation of speech drafts for officials of the Japanese Government. Many of these drafts are prepared by Scott Runkle (Washington International Communications, Inc), and Donald Lerch, Inc., both of whom, in addition to their association with the Council, are registered as agents of the Japanese Government under Nos. 2319 and 2089, respectively.

7. Preparation of background material for use by editors, business editors, reporters and columnists containing analysis of current issues in U.S.-Japan economic relations in order to get the Japanese viewpoint across and, hopefully, result in publications based on the materials supplied. Most of this material is prepared by Scott Runkle, Registration No. 2319.
8. Preparation and distribution of film clips, film strips and documentary films to TV stations and schools on various aspects of Japanese life for the purpose of improving the Japanese image in the United States. This material is prepared by Charles von Loewenfeldt, Inc., Registration No. 810.
9. Organization of public and private luncheons on the occasion of visits to the U.S. of high Japanese Government officials.
10. Give advice to the Japanese Government on U.S. political attitudes and prospects, particularly in the field of U.S.-Japan economic relations.
11. In connection with all the above, prepare press releases on Council publications, conferences, speeches by Council officials and various other Council activities. Many of these releases are prepared by Scott Runkle, Registration No. 2319.

C O N T R A C T

This is an amendment of the letter contract between the Embassy of Japan, 2520 Massachusetts Avenue, N.W., Washington, D.C. (hereinafter referred to as the "Embassy") and the United States-Japan Trade Council, 1000 Connecticut Avenue, N.W., Washington, D.C. (hereinafter referred to as the "Council"), as signed and sealed on September 3, 1976.

During the Japanese fiscal year 1976, the Embassy will provide the Council with additional financial assistance to the extent required, within the overall limitation of U.S. \$71,800.00.

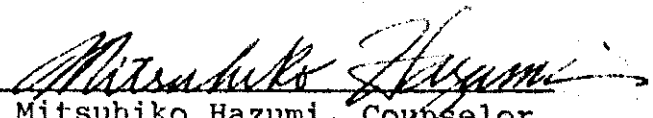
These funds will be expended by the Council for the sole purpose set forth in paragraph 3. (1) of the original contract, as follows:

"(1) Public relations measures to disseminate throughout the United States information on the economic and trade problems of Japan and the United States;....."

The accounting for the expenditures involved will be in accordance with paragraph 4. of the original contract, except that separate reports will be made on the supplementary funds.

SIGNED AND SEALED in Washington, D.C., this twenty-sixth day of October, 1976, on behalf of the Embassy of Japan.

  
Witness

  
Mitsuhiro Hazumi, Counselor

SIGNED AND SEALED in Washington, D.C., this twenty-sixth day of October, 1976, on behalf of the United States-Japan Trade Council.

*John C. Chate*

Witness

*Noel Hemmendinger*

Noel Hemmendinger, Director

CONTRACT

The Embassy of Japan, 2520 Massachusetts Avenue, N.W., Washington, D.C. (hereinafter referred to as the "Embassy") and the United States-Japan Trade Council, 1000 Connecticut Avenue, N.W., Washington, D.C. (hereinafter referred to as the "Council") hereby agree and contract as follows:

1. During the Japanese fiscal year 1976, the Embassy, in order to promote friendly economic relations between Japan and the United States and to encourage the expansion of trade between the two countries, will provide the Council with financial assistance to the extent required, within the overall limitation of U.S. \$418,528.00 actively to further these purposes. In turn, the Council will, during the said fiscal year, carry forward the activities enumerated in paragraph 3.
2. The Embassy will supply the funds to the Council quarterly at the latter's request.
3. The Council accepts the responsibility of advancing the purpose set forth in paragraph 1 by faithfully and efficiently providing the following services:
  - (1) Public relations measures to disseminate throughout the United States information on the economic and trade problems of Japan and the United States;
  - (2) Reports upon activities of the United States Congress and Executive agencies which may in any way affect the United States-Japan trade;

(3) Representation of the interests of all parties involved in trade between the two countries and formal presentation of testimony thereon before the United States Congress and Executive agencies;

(4) Sponsorship of meetings with the press and conferences with other interested persons to discuss the United States-Japan trade and related problems;

(5) Maintenance of close coordination with other organizations and associations having interest in liberal United States foreign trade policies generally and in the United States-Japan trade particularly;

(6) Economic and statistical research on selected problems of significance to the trade between the two countries.

4. After the termination of the period covered by this contract (March 31, 1977), the Council will render an accounting for all funds received hereunder and, if any balance remains, it shall be returned immediately to the Embassy.

5. If at any time the Council fails conscientiously to provide the services enumerated in paragraph 3 or expends the funds received for purposes other than those contemplated by this contract, the Embassy may decrease or suspend the further supply of funds and shall be entitled to the return of any funds not applied in good faith to further the purposes of this contract.

6. Qualified representatives of the Embassy may, whenever necessary and at any time, inspect the Council activities in pursuance of this contract and the accounting records of the



Council dealing with expenditures undertaken hereunder.

7. Conflicts which may arise concerning the interpretation of the terms of this contract or matters related thereto shall be resolved by agreement between the Embassy Counselor whose signature appears below and the Director of the Council whose signature is also affixed hereto.

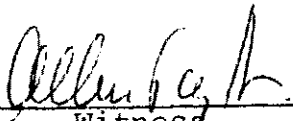
8. This contract shall come into force retroactively as of the first day of April 1976.

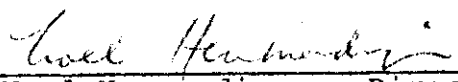
SIGNED AND SEALED in Washington, D.C., September 3, 1976,  
on behalf of the Embassy of Japan.

  
Witness

  
Mitsuhiro Hazumi, Counselor

SIGNED AND SEALED in Washington, D.C., September 3, 1976,  
on behalf of the United States-Japan Trade Council.

  
Witness

  
Noel Hemmendinger, Director

BY-LAWS OF THEUNITED STATES - JAPAN TRADE COUNCIL, INC.Name and Location

1. The United States - Japan Trade Council, Inc. (hereinafter called the Council) is a non-profit corporation organized under the laws of the District of Columbia in the United States of America and having its principal office in the District of Columbia and branch offices in such other cities as the Board of Trustees may from time to time determine.

Objective

2. The objective of the Council shall be to foster economic relations between the United States and Japan by sponsoring consultations, by conducting research, by appearing before appropriate bodies and entities of the United States, by disseminating information, and by such other activities as may be appropriate.

Associates

3. Members of the corporation, hereinafter called Associates, shall be the professional staff and such other persons as are invited and accept from time to time to become Associates in accordance with policies adopted by the Associates.

Board of Trustees

4. The management of the affairs of the Council shall be the responsibility of the Board of Trustees, which shall discharge the responsibilities vested by law in a board of directors and which shall consist of three persons elected by the Associates for indefinite terms, subject to disapproval by any contributor of 50% or more of the Council's budget for the previous fiscal year. Only Associates are eligible to be Trustees.

Officers

5. (a) The officers of the Council shall consist of a Director and an Executive Secretary. They shall be elected by the Board of Trustees and shall serve at the pleasure of the Board of Trustees. Additional officer positions may be established and filled by the Board of Trustees.

(b) The Director shall be the principal executive officer of the Council. He shall preside at meetings of the corporation and the Board of Trustees. He shall have the power to enter into contracts on behalf of the Corporation, and may delegate that power in writing.

(c) The Executive Secretary shall be the principal administrative officer of the Council, and shall discharge the responsibilities normal to the positions of secretary and treasurer.

#### Contributions

6. Contributions shall be received to the work of the Council on terms consistent with the Council's objectives and policies adopted by the Board of Trustees. The Council shall enter into contracts setting forth the terms of such contribution or contributions with such contributor or contributors from time to time.

#### Voting

7. Each Associate shall have one vote. Proxies shall be accepted. Voting shall be at meetings of the Associates or by written communications as the Board of Trustees shall determine. All decisions shall be by majority of the Associates.

#### Fiscal Year

8. The Council's fiscal year shall be April 1 through March 31.

#### Budget

9. The Board of Trustees shall prepare an overall annual budget in advance of each fiscal year. Such budget shall be approved by any contributor of 50% or more of the Council's budget for the previous fiscal year.

#### Meetings

10. Meetings of the Associates shall be called by the Director or his delegate in his discretion. A meeting shall be called upon the request of three Associates.

#### General Provisions

11. The Board of Trustees shall determine by majority vote all questions relating to the governance of the Council not specifically determined by the By-Laws.

#### Amendments to By-Laws

12. These By-Laws may be amended by vote of the Associates.

Approved: September 16, 1957

Amended: March 15, 1958  
March 19, 1959  
March 2, 1961  
January 1, 1966

July 11, 1974  
May 18, 1976  
November 23, 1976